

RECORDATION NO

16038-C

FILED 1425

SEP 12 1989 - 10 35 AM

INTERSTATE COMMERCE COMMISSION

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WASHINGTON, D. C. 20036-1795

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9-255A005

September 11, 1989

RECORDATION NO

16038-B

FILED 1425

SEP 12 1989 - 10 35 AM

INTERSTATE COMMERCE COMMISSION

Mrs. Noretta R. McGee
Secretary
Interstate Commerce Commission
Room 2215
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mrs. McGee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. § 11303 are the original and three copies of the documents hereinafter described. They relate to the railroad equipment identified below.

1. Amended and Restated Equipment Schedule No. 1 dated as of May 15, 1989 between BRAE Transportation, Inc., lessor, and Texas, Oklahoma & Eastern Railroad Company, lessee.

2. Amended and Restated Equipment Schedule No. 2 dated as of May 15, 1989 between BRAE Transportation, Inc., lessor, and Texas, Oklahoma & Eastern Railroad Company, lessee

The equipment subject to these documents consists of 480 railcars bearing TOE marks as stated in the documents.

The names and addresses of the parties to the documents are as follows:

Lessor: BRAE Transportation, Inc.
One Hundred Sixty Spear Street
San Francisco, CA 94105

Lessee: Texas, Oklahoma & Eastern
Railroad Company
810 Whittington Avenue
Hot Springs, Arkansas 71901

Please file and record the documents and index them under the names set forth above. Since these are secondary documents related to the Lease Agreement recorded under Recordation Number 16038, it is requested that the documents

Consolidated

SEP 12 1989 10 35 AM
RECEIVED
INTERSTATE COMMERCE COMMISSION

Mrs. Noreta R. McGee
September 8, 1989
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be given the next available consecutive letter designations under Recordation Number 16038.

These documents are also related to the Equipment Trust Agreements recorded under Recordation Numbers 9875, 10630, and 11879, and the Equipment Lease Agreements recorded under Recordation Numbers 9762, 9836, 10053 and 12426. It is, therefore, requested that these documents be CROSS-INDEXED under Recordation Numbers 9762, 9836, 9875, 10053, 10630, 11879 and 12426.

A fee of \$26.00 is enclosed. Please return the originals and extra copies not needed by the Commission for recordation to the person presenting this letter.

A short summary of each document to appear in the index follows:

1. Amended and Restated Equipment Schedule No. 1 dated as of May 15, 1989 between BRAE Transportation, Inc., lessor, and Texas, Oklahoma & Eastern Railroad Company, lessee, covering railcars bearing TOE marks as stated in the document.
2. Amended and Restated Equipment Schedule No. 2 dated as of May 15, 1989 between BRAE Transportation, Inc., lessor, and Texas, Oklahoma & Eastern Railroad Company, lessee, covering railcars bearing TOE marks as stated in the document.

Very truly yours,



Robert J. Corber
Attorney for BRAE
Transportation, Inc.

Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

9/12/89

OFFICE OF THE SECRETARY

Robert J. Corber
Steptoe & Johnson
1330 Conn. Ave. N.W.
Washington, D.C. 20036-1795

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/12/89 at 10:35am, and assigned recordation number(s). 16038-B & 16038-C

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

COPY

RECORDATION NO. 16038-B FILED 1423

AMENDED & RESTATED
EQUIPMENT SCHEDULE NO. 1

SEP 12 1989 - 10 35 AM

INTERSTATE COMMERCE COMMISSION

BRAE Transportation, Inc. ("BRAE") hereby leases the following railcars to Texas, Oklahoma & Eastern Railroad Company ("Lessee"), pursuant to that certain Lease Agreement dated as of November 1, 1984 (the "Lease").

<u>Number of Cars</u>	<u>Description</u>	<u>Designation</u>	<u>Car Numbers</u>	<u>Internal BRAE Code</u>
27	Plate B, 70-ton end-of-car cushioning, double 8'-0" sliding doors	XM	TOE 5400-5419 5421-5427	340
113	Plate C, 70-ton, end-of-car cushioning, double 8'-0" sliding doors	XM	TOE 5100-5124 5200-5211 5213-5217 5221-5225 5227 5229 5230 5300-5319 5321-5337 5339-5351 5354-5366	430
49	Plate B, 70-ton end-of-car cushioning, double 8'-0" sliding doors	XM	TOE 5500-5512 5514-5549	430

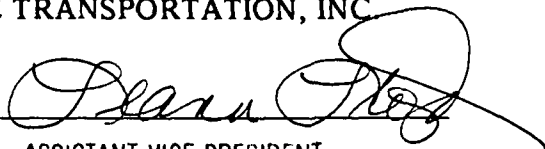
189 Total Cars

BRAE and Lessee hereby agree that this Amended & Restated Equipment Schedule No. 1 shall supersede Equipment Schedule No. 1 and Equipment Schedule No. 1 shall become null and void as of the date hereof.


BRAE and Lessee hereby incorporate by reference all of the terms, conditions and provisions of the Lease in this Schedule.

IN WITNESS WHEREOF, the parties hereto have executed this Schedule as of the 15th day of May, 1989.

BRAE TRANSPORTATION, INC.

By 
Title ASSISTANT VICE PRESIDENT
Date MAY 15 1989

TEXAS, OKLAHOMA & EASTERN
RAILROAD COMPANY

By 
Title V P & Gen Mgr
Date 5/25/89

STATE OF Arkansas
COUNTY OF Sevier

)
) ss.
)

On this 23 day of May, 1989, before me personally appeared Ed Williams to me personally known, who being by me duly sworn, did depose and say that such person is V.P. - Gen. Mgr. of Texas, Oklahoma & Eastern Railroad Company, and that the foregoing Amended & Restated Equipment Schedule No. 1, was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.

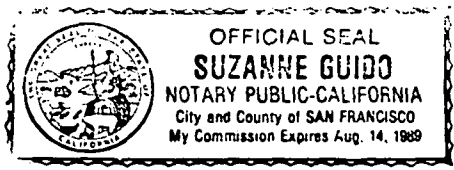
Sandra Jeanne Allen
Notary Public
My Commission expires 1-29-90

[seal]

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO)

ss.

On this 15 day of May, 1989, before me personally appeared LEANN LLOYD, to me personally known, who being by me duly sworn says that such person is ASSISTANT VICE PRESIDENT of BRAE Transportation, Inc., and that the foregoing Amended & Restated Equipment Schedule No. 1, was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.



[seal]

Suzanne Guido
Notary Public